

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**EXHIBIT A**  
**[PROPOSED] Order**

WEIL, GOTSHAL & MANGES LLP  
Stephen Karotkin (*pro hac vice*)  
(stephen.karotkin@weil.com)  
Ray C. Schrock, P.C. (*pro hac vice*)  
(ray.schrock@weil.com)  
Jessica Liou (*pro hac vice*)  
(jessica.liou@weil.com)  
Matthew Goren (*pro hac vice*)  
(matthew.goren@weil.com)  
767 Fifth Avenue  
New York, NY 10153-0119  
Tel: 212 310 8000  
Fax: 212 310 8007

KELLER & BENVENUTTI LLP  
Tobias S. Keller (#151445)  
(tkeller@kellerbenvenutti.com)  
Jane Kim (#298192)  
(jkim@kellerbenvenutti.com)  
650 California Street, Suite 1900  
San Francisco, CA 94108  
Tel: 415 496 6723  
Fax: 650 636 9251

*Attorneys for Debtors  
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO 11  
U.S.C. §§ 327(a) AND 328(a) AND FED. R.  
BANKR. P. 2014(a) AND 2016 FOR  
AUTHORITY TO AMEND THE SCOPE OF  
THE RETENTION OF  
PRICEWATERHOUSECOOPERS LLP  
AS MANAGEMENT, TAX, INTERNAL  
ACCOUNTING, AND ADVISORY  
CONSULTANTS TO THE DEBTORS  
*NUNC PRO TUNC* TO PETITION DATE**

1 Upon the Application, dated November 7, 2019 (the “**Supplemental Application**”),<sup>1</sup> of PG&E  
2 Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and  
3 debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases  
4 (the “**Chapter 11 Cases**”), pursuant to sections 327(a) and 328(a) of title 11 of the United States Code  
5 (the “**Bankruptcy Code**”) and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure  
6 (the “**Bankruptcy Rules**”), for authority to amend the scope of the retention of PricewaterhouseCoopers  
7 LLP (“**PwC**”) as management, tax, internal accounting, and advisory consultants for the Debtors  
8 approved by the Court in an order entered on May 24, 2019 [Dkt. No. 2230] (the “**Initial Retention**  
9 **Order**”), all as more fully set forth in the Supplemental Application; and this Court having jurisdiction  
10 to consider the Supplemental Application and the relief requested therein pursuant to 28 U.S.C. §§ 157  
11 and 1334, and the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General  
12 Order 24 and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the  
13 Northern District of California (the “**Bankruptcy Local Rules**”); and consideration of the Supplemental  
14 Application and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue  
15 being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of  
16 the Supplemental Application having been provided to the parties listed therein, and it appearing that no  
17 other or further notice need be provided; and this Court having reviewed the Supplemental Application,  
18 and the Bowman Declaration; and upon the record of the Hearing (if any was held) and all of the  
19 proceedings had before the Court; and this Court having found and determined that the relief sought in  
20 the Supplemental Application is in the best interests of the Debtors, their estates, creditors, shareholders,  
21 and all parties in interest; and that the legal and factual bases set forth in the Supplemental Application  
22 establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing  
23 therefor,

24 **IT IS HEREBY ORDERED THAT:**

- 25 1. The Supplemental Application is granted as provided herein.
- 26 2. The Initial Retention Order is amended to include the Supplemental Engagements.

27 \_\_\_\_\_  
28 <sup>1</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such  
terms in the Supplemental Application.

1           3.       To the extent the Supplemental Application is inconsistent with this Order, the terms of  
2 the Order shall govern.

3           4.       This Court shall retain jurisdiction to hear and determine all matters arising from or  
4 related to this Order.

5                               \*\* END OF ORDER \*\*  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28